

Exhibit B

(Closing Cooperation Order)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

85 FLATBUSH RHO MEZZ LLC, *et al.*,¹

Debtors.

Case No. 20-23280 (SHL)

Chapter 11

(Jointly Administered)

**ORDER GRANTING TH HOLDCO LLC'S MOTION TO ENFORCE DEBTORS'
OBLIGATION TO COOPERATE WITH CLOSING OF CREDIT BID**

In connection with the *Motion for Entry of an Order to Enforce Debtors' Obligation to Cooperate with Closing of Credit Bid* (the "Motion") (Docket No. __)² filed by TH Holdco LLC ("TH Holdco"); and upon a review of Exhibit A attached to the Motion detailing communications between TH Holdco and the Debtors indicating certain outstanding items and information related to TH Holdco preparing to close its credit bid transaction and statements of counsel and other evidence at the hearing on the Motion; and whereby the *Order Staying the Effective Date of TH Holdco's Confirmed Plan and the Closing of TH Holdco's Credit Bid Plan* (Docket No. 312), as extended, expired on October 24, 2022; it is hereby

ORDERED, that the closing of the credit bid shall occur on November 9, 2022 at 10:00 a.m. prevailing Eastern Time (the "Closing") at the offices of Dentons US LLP, 1221 Avenue of the Americas, Suite 2500, New York, New York ("Dentons New York Office").

¹ The Debtors (as defined) in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: 85 Flatbush RHO Mezz LLC (6184); 85 Flatbush RHO Hotel LLC (5027); and 85 Flatbush RHO Residential LLC (2261).

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED, that as soon as possible, but in any event within two (2) business days of entry of this Order, the Debtors and/or the Debtors' applicable professionals shall:

- i. File outstanding August 2022 and September 2022 monthly operating reports with corresponding bank statement attachments and affidavits of post-confirmation disbursements and provide full October and month to date November, 2022 bank statements to TH Holdco from their online banking access;
- ii. Provide to TH Holdco copies to the extent not already provided of all current (a) leases, together with information giving status of the same as to (i) occupancy, (ii) rent payment, and (iii) any other defaults; (b) contracts; and (c) permits and licenses;
- iii. Provide to TH Holdco the current location and plan for delivery on the closing date of keys and printed marketing materials;
- iv. Provide to TH Holdco current copies, together with the plan for delivery on the Closing Date, of (a) a list of current employees working at or in relation to the Properties; (b) the current employee handbook; (c) employee files; (d) the payroll register with paid time off (PTO) accruals; (e) executive team member resumes; and (f) a list of all Equal Employment Opportunity Commission (EEOC) claims, New York Department of Human Resources (DOHR) claims, and all other labor or wage claims;
- v. Provide to TH Holdco a list of onsite hardware, including but not limited to computers, servers, and network infrastructure, with all corresponding

passwords, together with a plan for delivery on the Closing Date of the control of the same;

- vi. Provide to TH Holdco a plan for delivery on the Closing Date of control of reputation management handles and administration, including Google My Business Listing;
- vii. Provide to TH Holdco (a) registrant information and account access information for all URLs and domains; and (b) a plan for delivery on the Closing Date of control of electronic files for logos and associated trademarks;
- viii. Provide to TH Holdco copies of (a) current data from existing PMS (Opera Hotel Property Management Solutions); (b) historical loss runs under all insurance policies; and (c) a list of the Debtors' historical top twenty accounts;
- ix. Provide total cash on hand for each estate;
- x. Providing a listing of pending disbursements and any further planned disbursements prior to the November 9, 2022 Closing date by estate;
- xi. Provide all open post-petition invoices and payment information related to post-petition vendors and suppliers to the Properties by estate;
- xii. Providing detail on what time period the recent payment from NYDHS relates to and all outstanding amounts owed by NYDHS to any of the Debtors, whether currently invoiced or not;

- xiii. Providing current funding level in each reserve account and what any reserve funds already disbursed in 2022 were used to pay, including, without limitation, from the real estate tax reserve account;
- xiv. Provide a written explanation and any supporting documents related to the representation of Debtors' counsel to the Court and TH Holdco that the liquor license has not expired;
- xv. Provide any explanation of the sizeable disbursements to Greater Shield, including any relationship between Greater Shield and any of the Debtors' insiders or other projects or businesses any of those insiders are involved with; and
- xvi. Designate an authorized signatory from the Debtors to sign the deed for the Properties, bills of sale, assignment and assumptions and other closing related documents in substantially the form provided by TH Holdco's counsel to Debtors' counsel, which signatory will appear at Dentons New York Office for the Closing; and it is further

ORDERED, that the Debtors shall promptly cooperate with such other and further requests for cooperation as TH Holdco shall reasonably request in order to effectuate the Closing of the transactions and implementation of the Confirmed Plan, the Confirmation Order, and/or the Purchase Agreement; and it is further

ORDERED, that in the event the Debtors and estates do not sign the deeds to the Properties, bills of sale, assignment and assumptions and all other closing related documents at the Closing or otherwise cooperate with the Closing, TH Holdco is authorized to sign the deed and other closing

documents on behalf of and in the name of the Debtors and estates and/or take such other action to reasonably effectuate the Closing; and it is further

ORDERED, that the Court retains jurisdiction to construe and enforce this Order and that further relief to enforce this Order may be sought upon requesting an emergency status hearing or conference with the Court.

Dated: White Plains, New York
November __, 2022

Honorable Sean H. Lane
United States Bankruptcy Judge